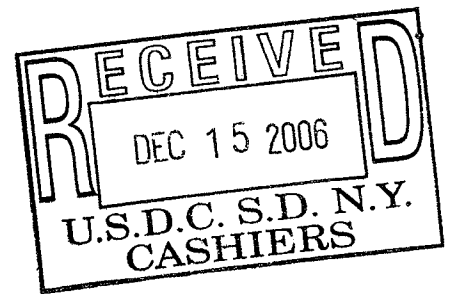


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



----- X
:
NETRATINGS, INC., :
:
Plaintiff, : Civil Action No. 06-3356 (PKC)
:
v. :
:
WHENU.COM, INC., :
:
Defendant. :
:
----- X

JURY TRIAL DEMANDED

FIRST AMENDED COMPLAINT FOR PATENT INFRINGEMENT

Plaintiff NetRatings, Inc. ("NetRatings"), by and through its undersigned counsel, as and for its First Amended Complaint for Patent Infringement (the "Complaint") against defendant WhenU.com, Inc. ("WhenU"), states as follows:

THE PARTIES

1. NetRatings is a Delaware corporation with offices at 120 West 45th Street, New York, New York 10036. NetRatings is in the business of providing products and services relating to Internet audience measurement and analysis.
2. Upon information and belief, WhenU is a Delaware corporation with its principal place of business at 1 Penn Plaza, Suite 4532, New York, New York 10119.
3. Upon information and belief, WhenU maintains its principal place of business in this District, does business in the State of New York and this District, contracts to supply goods or services within the State of New York and this District, has continuous and systematic business contacts within the State of New York and this District, derives substantial revenue from interstate commerce from goods used or services rendered in the State of New York and

this District and commits and has committed acts of patent infringement either within the State of New York and this District, or outside the State of New York and this District with a reasonable expectation that such acts would have consequences within the State of New York and this District.

JURISDICTION AND VENUE

4. This action arises under the Patent Laws of the United States, 35 U.S.C. § 1 et seq. This Court accordingly has jurisdiction pursuant to 28 U.S.C. §§ 1331 and 1338(a).

5. Venue is proper in this judicial district pursuant to 28 U.S.C. §§ 1391(b) and (c) and 28 U.S.C. §§ 1400(b).

FACTS COMMON TO ALL COUNTS

6. On October 7, 1997, United States Letters Patent No. 5,675,510 (the “‘510 Patent”), entitled COMPUTER USE METER AND ANALYZER, duly and legally issued to Coffey, et al. NetRatings is the owner by assignment of the ‘510 Patent. A true copy of the ‘510 Patent is annexed hereto as Exhibit A.

7. On September 5, 2000, United States Letters Patent No. 6,115,680 (the “‘680 Patent”), entitled COMPUTER USE METER AND ANALYZER, duly and legally issued to Coffee, et al. NetRatings is the owner by assignment of the ‘680 Patent. A true copy of the ‘680 Patent is annexed hereto as Exhibit B.

8. On July 13, 2004, United States Letters Patent No. 6,763,386 (the “‘386 Patent”), entitled METHOD AND APPARATUS FOR TRACKING CLIENT INTERACTION WITH A NETWORK RESOURCE DOWNLOADED FROM A SERVER, duly and legally issued to Davis, et al. NetRatings is the owner by assignment of the ‘386 Patent. A true copy of the ‘386 Patent is annexed hereto as Exhibit C.

COUNT I

Infringement Of United States Patent No. 5,675,510

9. NetRatings repeats the allegations contained in Paragraphs 1 through 8 as though fully set forth herein.

10. Upon information and belief, WhenU has been, still is, and will continue infringing, contributing to the infringement of, and/or inducing the infringement of the '510 Patent in violation of 35 U.S.C. § 271 by making, selling, using and/or offering for sale one or more of its products and services, including, but not limited to, its SearchBar, SaveNow, Save, WeatherCase, ICE, WhenU Toolbar, and reporting tools, products and services, including Campaign, Impressions, Clicks, Individual Creative, Click-Through-Rate and others, alone and/or in combination with one another and/or with other WhenU products and/or services.

11. Upon information and belief, WhenU's infringement of the '510 Patent has been and continues to be willful, entitling NetRatings to enhanced damages pursuant to 35 U.S.C. § 284.

12. As a result of WhenU's infringement of the '510 Patent, NetRatings has suffered injury to its business and property in an amount to be determined as damages, and will continue to suffer damages in the future.

13. Unless an injunction is issued enjoining WhenU and its officers, agents, servants, employees and attorneys, and all those persons in active concert or participation with it, from infringing the '510 Patent, NetRatings will be irreparably harmed.

14. Upon information and belief, with full knowledge of the '510 Patent, WhenU willfully and wantonly infringed the '510 Patent in deliberate and intentional disregard of NetRatings' rights, making this an exceptional case pursuant to 35 U.S.C. § 285.

COUNT II

Infringement Of United States Patent No. 6,115,680

15. NetRatings repeats the allegations contained in Paragraphs 1 through 14 as though fully set forth herein.

16. Upon information and belief, WhenU has been, still is, and will continue infringing, contributing to the infringement of, and/or inducing the infringement of the '680 Patent in violation of 35 U.S.C. § 271 by making, selling, using and/or offering for sale one or more of its products and services, including, but not limited to, its SearchBar, SaveNow, Save, WeatherCase, ICE, WhenU Toolbar, and reporting tools products and services, including Campaign, Impressions, Clicks, Individual Creative, Click-Through-Rate and others, alone and/or in combination with one another and/or with other WhenU products and/or services.

17. Upon information and belief, WhenU's infringement of the '680 Patent has been and continues to be willful, entitling NetRatings to enhanced damages pursuant to 35 U.S.C. § 284.

18. As a result of WhenU' infringement of the '680 Patent, NetRatings has suffered injury to its business and property in an amount to be determined as damages, and will continue to suffer damages in the future.

19. Unless an injunction is issued enjoining WhenU and its officers, agents, servants, employees and attorneys, and all those persons in active concert or participation with it, from infringing the '680 Patent, NetRatings will be irreparably harmed.

20. Upon information and belief, with full knowledge of the '680 Patent, WhenU willfully and wantonly infringed the '680 Patent in deliberate and intentional disregard of NetRatings' rights, making this an exceptional case pursuant to 35 U.S.C. § 285.

COUNT III

Infringement Of United States Patent No. 6,763,386

21. NetRatings repeats the allegations contained in Paragraphs 1 through 20 as though fully set forth herein.

22. Upon information and belief, WhenU has been, still is, and will continue infringing, contributing to the infringement of, and/or inducing the infringement of the '386 Patent in violation of 35 U.S.C. § 271 by making, selling, using and/or offering for sale one or more of its products and services, including, but not limited to, its SaveNow, Save and reporting tools products and services, including Campaign, Impressions, Clicks, Individual Creative, Click-Through-Rate and others, alone and/or in combination with one another and/or with other WhenU products and/or services.

23. Upon information and belief, WhenU's infringement of the '386 Patent has been and continues to be willful, entitling NetRatings to enhanced damages pursuant to 35 U.S.C. § 284.

24. As a result of WhenU' infringement of the '386 Patent, NetRatings has suffered injury to its business and property in an amount to be determined as damages, and will continue to suffer damages in the future.

25. Unless an injunction is issued enjoining WhenU and its officers, agents, servants, employees and attorneys, and all those persons in active concert or participation with it, from infringing the '386 Patent, NetRatings will be irreparably harmed.

26. Upon information and belief, with full knowledge of the '386 Patent, WhenU willfully and wantonly infringed the '386 Patent in deliberate and intentional disregard of NetRatings' rights, making this an exceptional case pursuant to 35 U.S.C. § 285.

PRAYER FOR RELIEF

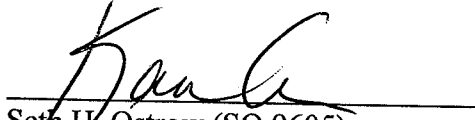
WHEREFORE, NetRatings prays for judgment and relief as follows:

- A. A declaration that WhenU has infringed, is infringing, has induced and is inducing, and has contributed and is contributing to the infringement of United States Letters Patent 5,675,510; 6,115,680 and 6,763,386 (collectively, the "Patents in Suit");
- B. A preliminary and permanent injunction enjoining WhenU, its officers, agents, servants, employees and attorneys, and all those persons in active concert or participation with them, from further infringement, inducing infringement, and contributing to infringement of the Patents in Suit;
- C. An award of damages in favor of NetRatings and against WhenU sufficient to fully compensate NetRatings for WhenU's infringement of the Patents in Suit, and an assessment of prejudgment interest and post-judgment interest;
- D. A finding by the Court that WhenU's infringement of the Patents in Suit is and has been willful, justifying an award of enhanced damages pursuant to 35 U.S.C. § 284;
- E. Trebling the compensatory damages due NetRatings;
- F. A finding by the Court that this is an exceptional case under 35 U.S.C. § 285 and an award to NetRatings of its attorneys' fees, costs and expenses in this action; and

G. Such other and further relief as the Court deems just and equitable.

Dated: New York, New York
December 15, 2006

DREIER LLP



Seth H. Ostrow (SO 9605)
Arianna Frankl (AF 7764)
Karine Louis (KL 6652)

499 Park Avenue
New York, New York 10022
(212) 328-6100

Attorneys for Plaintiff NetRatings, Inc.

DEMAND FOR JURY TRIAL

NetRatings, Inc. hereby demands trial by jury of all claims and issues so triable.

Dated: New York, New York
December 15, 2006

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Karine Louis (KL 6652)

499 Park Avenue
New York, New York 10022
(212) 328-6100

Attorneys for Plaintiff NetRatings, Inc.

212070

DECLARATION OF SERVICE

I, Karine Louis, declare that on the 15th day of December 2006, I caused a true and correct copy of the First Amended Complaint, to be served upon the following persons in the manner indicated.

By Electronic Mail:

Brian Buroker
bburoker@hunton.com

Jeff Leaning
jleaning@hunton.com

Lindsey Marlatt
lmarlatt@hunton.com

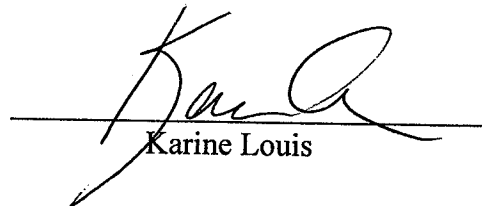
Celia Barenholtz
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Ian Shapiro
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Attorneys for WhenU.com, Inc.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 15th day of December 2006.


Karine Louis